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JUN-15-01 13:58 FROM:DESANTIS GASKILL et.al

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

FIRST NATIONAL PAYMENT CORP.

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STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIRST NATIONAL PAYMENT CORP.

ARTICLE I. NAME

The name of this corporation shall be FIRST NATIONAL PAYMENT CORP.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares common capital stock.

ARTICLE V. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of common stock.

DeSantis, Gaskill,
Smith & Shenkman, P.A.
11891 US Highway One
North Palm Beach, FL 33408
Curtis L. Shenkman, Esquire
FL Bar No. 0438911
561-622-2700

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- B. As indicated above, the number of members of the Board of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
- C. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
- D. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

BARRY P. PINCISS
P.O. BOX 1053
DEERFIELD BEACH, FL 33443

JOANNE WARSHAVER
P.O. BOX 1053
DEERFIELD BEACH, FL 33443

ARTICLE VI. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office, the address of this corporation's initial registered office, and the

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name of the individual who shall serve as this corporation's initial registered agent at that address is:

BARRY P. PINCISS
440 SOUTH FEDERAL HIGHWAY
DEERFIELD BEACH, FL 33441

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

BARRY P. PINCISS
P.O. BOX 1053
DEERFIELD BEACH, FL 33443

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.



BARRY P. PINCISS - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of the Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.



BARRY P. PINCISS - Registered Agent

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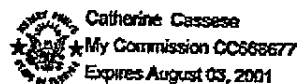
State Of FLORIDA
County Of PALM BEACH COUNTY

On June 14, 2001, BARRY P. PINCISS, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation.



Notary Public

(Notary Seal)



Pinciss\art-inc.frm

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